

CERTIFICATE OF RESOLUTIONS

I, Alphonse Fletcher, Jr., being the duly appointed and qualified Director of Soundview Elite Ltd., a Cayman Island exempted company (the “Company”), hereby certify that at a meeting of the Board of Directors of the Company duly convened and held on September 23, 2013, at which a quorum was present throughout, the following resolutions were duly adopted in accordance with the requirements of the constitutional documents of the Company and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

“RESOLVED, that, in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company as a whole that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”); and it was further

RESOLVED, that, Alphonse Fletcher, Jr., a Director, George Ladner, a Director, and Floyd Saunders, the Corporate Secretary (the “Appropriate Officers” and each an “Appropriate Officer”) be and each of them, acting singly, is hereby authorized, empowered and directed, in the name and on behalf of the Company, to negotiate, finalize, execute, deliver and verify petitions under chapter 11 of the Bankruptcy Code and to file or cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said Appropriate Officer executing the same shall determine; and it was further

RESOLVED, that the law firm of Porzio Bromberg & Newman, PC, 156 West 56th Street, Suite 803, New York, New York, 10019 be and is hereby employed as attorneys for the Company in the Company’s chapter 11 case, subject to bankruptcy court approval; and it was further

RESOLVED, that, the Appropriate Officers of the Company be and each of them acting singly is hereby authorized, empowered and directed to negotiate, finalize, execute, deliver and file or cause to be filed all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, and to take and perform any and all further acts and deeds which they, in their sole discretion, deem necessary, proper, or desirable in connection with the Company’s chapter 11 case, with a view to the successful prosecution of such case, such discretion to be conclusively evidenced by the filing thereof or the taking or performance of such action; and it was further

RESOLVED, that, the Appropriate Officers of the Company be, and each of them acting singly is, hereby authorized, empowered and directed, in the name

and on behalf of the Company, to negotiate, finalize, cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the sole discretion and judgment of such Appropriate Officer shall be or become necessary, proper and desirable to effectuate a succesful reorganization or chapter 11 liquidation of the Company's business, such discretion to be conclusively evidenced by the execution, filing or performance thereof or the taking of such action; and it was further

RESOLVED, that, any and all past actions heretofore taken by Authorized Officers of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved in all respects."

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of September, 2013.



Alphonse Fletcher, Jr.
Director